

Last Update: August 29 , 2025
 Company name: Globe-ing Inc.
 Name of representative: Kohei Tanaka, Representative
 Director, President and CEO
 Contact: Corporate Division
 Telephone: +81-3-5454-0805
 Securities code: 277A
<https://globe-ing.com/>

The corporate governance of [Company name] (the “Company”) is described below.

I. Basic Views on Corporate Governance, Capital Structure, Corporate Attributes, and Other Key Information

1. Basic Views

The Company recognizes that establishing a sound corporate governance framework is essential to ensuring the continuity and stable development of its business, as well as to maximizing the value of all stakeholders, including customers, business partners, shareholders, investors, local communities, the global environment, employees and Directors.

In particular, the Company believes it is important to establish an effective internal control system, an appropriate risk management system, and a compliance framework, and to further strengthen the mechanisms for appropriately auditing these systems.

Reasons for Non-compliance with the Principles of the Corporate Governance Code

The Company implements all principles of the Corporate Governance Code.

2. Capital Structure

Foreign Shareholding Ratio	Less than 10%
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Status of Major Shareholders

Name or Company Name	Number of Shares Owned	Percentage (%)
EMMA&KEITO Inc.	8,750,000	30.46
Sosuke Wajima	7,769,300	27.04
PERSOL CROSS TECHNOLOGY CO., LTD.	1,875,000	6.53

KFV Inc.	1,250,000	4.35
Custody Bank of Japan, Ltd. (trust account)	1,038,700	3.62
The Master Trust Bank of Japan, Ltd (trust account)	716,700	2.49
KIA FUND F149	625,100	2.18
Takumi Osawa	500,000	1.74
Yuki Kitamura	500,000	1.74
Naohide Terashima	500,000	1.74

Name of Controlling Shareholder, if applicable (excluding Parent Companies)	Sosuke Wajima
Name of Parent Company, if applicable	N/A

Supplementary Explanation

1. According to the amended Statement of Large-Volume Holdings made available for public inspection on June 19, 2025, it is stated that Kohei Tanaka and his co-holder, KFV Inc., held the following shares as of June 19, 2025. The details of the amended Statement of Large-Volume Holdings are as follows:

Kohei Tanaka Number of shares held: 983,200 shares Shareholding Ratio: 3.42%

KFV Inc. Number of shares held: 1,250,000 shares Shareholding Ratio: 4.35%

2. According to the amended Statement of Large-Volume Holdings made available for public inspection on July 25, 2025, it is stated that Sosuke Wajima and his co-holder, EMMA&KEITO Inc., held the following shares as of July 22, 2025. The details of the amended Statement of Large-Volume Holdings are as follows:

Sosuke Wajima Number of shares held: 7,830,800 shares Shareholding Ratio: 25.69%

EMMA&KEITO Inc. Number of shares held: 8,750,000 shares Shareholding Ratio: 30.46%

3. According to the amended Statement of Large-Volume Holdings made available for public inspection on August 20, 2025, it is stated that Sosuke Wajima and his co-holder, EMMA&KEITO Inc., held the following shares as of August 15, 2025. The details of the amended Statement of Large-Volume Holdings are as follows:

Sosuke Wajima Number of shares held: 4,940,300 shares Shareholding Ratio: 17.20%

EMMA&KEITO Inc. Number of shares held: 8,750,000 shares Shareholding Ratio: 30.46%

Note: As stated in “Notice Regarding Sale of Shares by Representative Director and Change in Controlling Shareholder Other Than Parent Company” disclosed on August 15, Sosuke Wajima is no longer a controlling shareholder other than our parent company.

3. Corporate Attributes

Listed Stock Exchange and Market Segment	Tokyo Stock Exchange Growth Market
Fiscal Year-End	End of May
Business Sector	Services
Number of Employees (Consolidated) as of the End of the Previous Fiscal Year	100 or more but fewer than 500
Net Sales (Consolidated) for the Previous Fiscal Year	Less than ¥10 billion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	Fewer than 10

4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

The Company does not currently engage in any transactions with its Controlling Shareholder.

Should the possibility of such transactions arise in the future, the Company will carefully examine their managerial rationality and the appropriateness of the transaction terms, comply with all applicable laws and regulations, and ensure thorough deliberation and resolution by the Board of Directors. The Company will also maintain fair and appropriate transactional relationships to prevent any disadvantage to the Company or its minority shareholders.

5. Other Special Circumstances which May have a Material Impact on Corporate Governance

II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight

1. Organizational Composition and Operation

Corporate Governance System	Company with Audit and Supervisory Board
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Directors

Number of Directors Stipulated in Articles of Incorporation	10
Directors' Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board	CEO
Number of Directors	7
Election of Outside Directors	Elected
Number of Outside Directors	3
Number of Independent Directors	3

Outside Directors' Relationship with the Company (1)

Name	Attributes	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Kyosuke Yoneyama	From another company								△			
Seiichi Tamura	From another company											
Hirotoishi Takahashi	From another company					△						

*Categories for "Relationship with the Company".

(Use "○" when the director presently falls or has recently fallen under the category; "△" when the director fell under the category in the past; "●" when a close relative of the director presently falls or has recently fallen under the category; and "▲" when a close relative of the director fell under the category in the past.)

- Person who executes business for the Company or its subsidiary
- Person who executes business for or a non-executive director of the Company's parent company
- Person who executes business for a fellow subsidiary
- Person/entity for which the Company is a major client or a person who executes business for said person/entity
- Major client of the Company or a person who executes business for said client
- Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets from the Company in addition to remuneration as a director/Audit and Supervisory Board Member
- Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business for the corporation)
- Person who executes business for a client of the Company (excluding persons categorized as any of d, e, or f above) (applies to director him/herself only)
- Person who executes business for another company that holds cross-directorships/cross-auditorships with the Company (applies to director him/herself only)
- Person who executes business for an entity receiving donations from the Company (applies to director him/herself only)
- Other

Outside Directors' Relationship with the Company (2)

Name	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Appointment
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Kyosuke Yoneyama	○	<p>Mr. Kyosuke Yoneyama has extensive experience as a manager at consulting firms and operating companies. The Company has determined that he can provide valuable advice and recommendations to the Company's management based on his broad expertise, and therefore appointed him as an Outside Director. Furthermore, as he does not fall under any of the categories for Independent Directors stipulated by the Tokyo Stock Exchange and maintains an independent position from the Company, the Company has determined that there is no risk of a conflict of interest with general shareholders and has designated him as an Independent Director.</p>
Seiichi Tamura	○	<p>Mr. Seiichi Tamura has extensive experience as a manager at consulting firms and operating companies. The Company has determined that he can provide valuable advice and recommendations to the Company's management based on his broad expertise, and therefore appointed him as an Outside Director. Furthermore, as he does not fall under any of the categories for Independent Directors stipulated by the Tokyo Stock Exchange and maintains an independent position from the Company, the Company has</p>

			determined that there is no risk of a conflict of interest with general shareholders and has designated him as an Independent Director.
Hirotooshi Takahashi	○		Mr. Hirotooshi Takahashi has extensive experience as a leader guiding companies at various stages of development, from startups to large corporations. The Company has determined that he can provide valuable advice and recommendations to the Company's management, and therefore appointed him as an Outside Director. Furthermore, as he does not fall under any of the categories for Independent Directors stipulated by the Tokyo Stock Exchange and maintains an independent position from the Company, the Company has determined that there is no risk of a conflict of interest with general shareholders and has designated him as an Independent Director.

Voluntary Establishment of Committee(s) equivalent to Nomination Committee or Remuneration Committee

Not Established

Audit and Supervisory Board Member*

*Referred to as "*kansayaku*" in Corporate Governance Code reference translation

Establishment of Audit and Supervisory Board	Established
Number of Audit and Supervisory Board Members Stipulated in Articles of Incorporation	3
Number of Audit and Supervisory Board Members	3

Cooperation among Audit and Supervisory Board Members, Accounting Auditors and Internal Audit Departments

Audit and Supervisory Board Members, the Accounting Auditor, and the Internal Audit Office regularly exchange information

and opinions on audit matters and issues, and cooperate with each other to enhance the effectiveness and efficiency of audits.

Appointment of Outside Audit and Supervisory Board Members	Appointed
Number of Outside Audit and Supervisory Board Members	3
Number of Independent Audit and Supervisory Board Members	3

Outside Audit and Supervisory Board Members' Relationship with the Company (1)

Name	Attributes	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Yusuke Honda	From another company													
Takuo Hosokawa	From another company													
Shunsuke Nishimoto	Lawyer													

*Categories for "Relationship with the Company".

(Use "○" when the director presently falls or has recently fallen under the category; "△" when the director fell under the category in the past; "●" when a close relative of the director presently falls or has recently fallen under the category; and "▲" when a close relative of the director fell under the category in the past.)

- Person who executes business for the Company or its subsidiary
- A non-executive director or an accounting advisor of the Company or its subsidiaries
- Person who executes business for or a non-executive director of the Company's parent company
- An Audit and Supervisory Board Member of a parent company of the Company
- Person who executes business for a fellow subsidiary
- Person/entity for which the Company is a major client or a person who executes business for said person/entity
- Major client of the Company or a person who executes business for said client
- Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets from the Company in addition to remuneration as a director/ Audit and Supervisory Board Member
- Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business for the corporation)
- Person who executes business for a client of the Company (excluding persons categorized as any of f, g, or h above) (applies to the auditor him/herself only)
- Person who executes business for another company that holds cross-directorships/cross-auditorships with the Company (applies to the director/auditor him/herself only)
- Person who executes business for an entity receiving donations from the Company (applies to the person him/herself only)
- Other

Outside Audit and Supervisory Board Members' Relationship with the Company (2)

Name	Designation as Independent Audit and Supervisory Board Member	Supplementary Explanation of the Relationship	Reasons for Appointment
Yusuke Honda	○		In addition to his specialized knowledge of finance and accounting as a Certified Public Accountant, he has extensive experience cultivated through his auditing work. The

			<p>Company has determined that he can contribute to the Company's auditing and oversight by leveraging this expertise, and therefore appointed him as an Outside Audit and Supervisory Board Member Furthermore, as he does not fall under any of the categories for Independent Directors stipulated by the Tokyo Stock Exchange and maintains an independent position from the Company, the Company has determined that there is no risk of a conflict of interest with general shareholders and has designated him as an Independent Director.</p>
<p>Takuo Hosokawa</p>	○		<p>The Company has appointed him based on his extensive knowledge and experience in management and administration at numerous operating companies, which enables him to conduct audits from an objective and neutral standpoint. Furthermore, as he does not fall under any of the categories for Independent Directors stipulated by the Tokyo Stock Exchange and maintains an independent position from the Company, the Company has determined that there is no risk of a conflict of interest with general shareholders and has designated him as an Independent Director.</p>
<p>Nishimoto Shunsuke</p>	○		<p>The Company has appointed him as an Outside Audit and Supervisory Board Member because it has determined that, as an attorney possessing advanced knowledge and expertise, he can provide useful advice and recommendations regarding the Company's management from an objective and neutral standpoint. Furthermore, as he does not fall under any of the categories for Independent Directors stipulated by the Tokyo Stock Exchange and maintains an independent position from the Company, the Company has</p>

			determined that there is no risk of a conflict of interest with general shareholders and has designated him as an Independent Director.
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Matters Concerning Independent Directors and Independent Audit and Supervisory Board Members

Number of Independent Directors and Independent Audit and Supervisory Board Members	6
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Other Matters Concerning Independent Directors and Independent Audit and Supervisory Board Members

The Company appointed Kyosuke Yoneyama, Seiichi Tamura, Hirotoishi Takahashi, Yusuke Honda, Takuo Hosokawa, and Shunsuke Nishimoto as Independent Directors, determining that they meet the independence criteria established by the Tokyo Stock Exchange and that there is no risk of a conflict of interest with general shareholders.

Incentives

Implementation Status of Measures related to Incentives Granted to Directors	Introduction of Stock Options Scheme
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Supplementary Explanation for Applicable Items

The Company has introduced a stock option plan with the aim of enhancing commitment and motivation to maximize performance and improve corporate value.

Persons Eligible for Stock Options	Inside Directors / Outside Directors / Employees / Subsidiaries' Directors / Subsidiaries' Employees / Other
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Supplementary Explanation for Applicable Items

The Company has introduced a stock option plan with the aim of providing incentives to its officers and employees to enhance their commitment and motivation to maximize performance and improve corporate value.

Director Remuneration

Status of Disclosure of Individual Director's Remuneration	Disclosure for Selected Directors
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Supplementary Explanation for Applicable Items

Individuals whose total compensation, including bonuses, exceeds ¥100 million are disclosed on an individual basis in the Securities Report. The Securities Report is also posted on the Company's website and made available for public inspection.

Policy on Determining Remuneration Amounts and Calculation Methods	Established
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The remuneration and other compensation for Directors is determined by the Board of Directors within the total amount approved at the General Meeting of Shareholders, taking into consideration the responsibilities and performance of each Director.

Support System for Outside Directors (and/or Outside Audit and Supervisory Board Members)

The Corporate Division provides support to Outside Directors and Outside Audit and Supervisory Board Members. In order to ensure active discussion and exchange of opinions at meetings of the Board of Directors, the Corporate Division distributes materials in advance, thereby allowing Outside Directors and Outside Audit and Supervisory Board Members sufficient time for review, and provides prior explanations as necessary. Furthermore, the full-time Auditor directly shares information with the Outside Audit and Supervisory Board Members.

2. Matters Concerning Functions of Business Execution, Auditing and Supervision, Nomination, and Remuneration Decisions (Overview of Current Corporate Governance System)

a) Board of Directors

The Company's Board of Directors consists of seven Directors (including three Outside Directors) and is chaired by Kohei Tanaka, Representative Director, President and CEO Senior Executive Officer. As the highest decision-making body for business execution, the Board of Directors deliberates on important management matters, makes decisions regarding business execution, and supervises the performance of duties by Directors in accordance with the Articles of Incorporation and the Company's internal regulations. In addition to regular monthly meetings, extraordinary meetings are convened as necessary, at which Directors mutually supervise the execution of duties. Furthermore, three Outside Audit and Supervisory Board Members (all of whom are Outside Audit and Supervisory Board Members) attend meetings of the Board of Directors and provide opinions as necessary.

(b) Audit and Supervisory Board

The Company's Audit and Supervisory Board consists of one full-time Audit and Supervisory Board Member and two part-time Audit and Supervisory Board Members. Audit and Supervisory Board Members oversee the execution of duties by Directors through attendance at meetings of the Board of Directors and other important meetings. The Audit and Supervisory Board serves as a consultative body for forming opinions regarding audits. In principle, the Audit and Supervisory Board meet monthly and convenes additional meetings as necessary to receive reports on important audit-related matters, deliberate on them, and make resolutions.

Furthermore, the Audit and Supervisory Board maintains close coordination with the Internal Audit Office and the Accounting Auditor through the exchange of information and opinions, with the aim of enhancing the effectiveness and efficiency of audit activities.

(c) Accounting Auditor

The Company has entered into an audit agreement with BDO Sanyu & Co. to ensure that audits are conducted in a timely and appropriate manner. In selecting the Accounting Auditor, the Company comprehensively considers factors such as familiarity with the Company's business operations and accounting policies, and appoints a suitable firm accordingly.

(d) Compliance Committee and Risk Management Committee

The Company has established a Risk Management Committee to strengthen its risk management framework and a Compliance Committee to enhance its compliance structure. The chairperson of both committees is elected by mutual vote among the Representative Directors, and members consist of the General Manager of the Corporate Division and individuals designated by the chairperson. These committees convene promptly whenever compliance or risk issues arise, to deliberate on measures to enhance awareness of ethics and compliance, countermeasures for various risks, and recurrence prevention strategies for materialized risks, thereby promoting risk management and ensuring thorough enforcement of compliance.

Furthermore, the Company has established a Disciplinary Committee, which is convened when disciplinary action is taken against employees. The Disciplinary Committee consists of the Representative Director, Directors, the head of the department to which the subject of disciplinary action belongs, and the head of the Human Resources Unit. The Committee makes disciplinary decisions based on deliberations conducted by either the Compliance Committee or the Risk Management Committee, thereby ensuring a framework that prevents unfair treatment in the implementation of disciplinary actions.

(e) Internal Audit Office

The Company has established an Internal Audit Office, which is placed directly under the Representative Director and CEO and is independent from the operational departments, and has appointed one Internal Audit Office Manager. The Internal Audit Office conducts internal audits based on the internal audit plan with the aim of ensuring the effectiveness and efficiency of operations. It also maintains close coordination with the Audit and Supervisory Board and the Accounting Auditor by sharing information and ensuring the provision of necessary information for audits, thereby striving to enhance the effectiveness of each audit.

(f) Corporate Strategy Meeting

The Company, as a general rule, holds a Corporate Strategy Meeting at least twice a month. This meeting, chaired by the Representative Director and CEO, consists of full-time Directors, Senior Executive Officers, and the heads of each division. Its purpose is to deliberate on and review fundamental management policies, matters concerning finance and accounting, and other important management issues.

(g) Limited liability contract

The Company has entered into liability limitation agreements with its Directors (excluding those who concurrently serve as Executive Officers) and Audit & Supervisory Board Members pursuant to Article 427, Paragraph 1 of the Companies Act and Article 27, Paragraph 2 of the Company's Articles of Incorporation. The maximum liability amount under these agreements is the amount prescribed by laws and regulations.

3. Reasons for Adoption of Current Corporate Governance System

The Company has established the following corporate bodies pursuant to the Companies Act: the Board of Directors, Audit and Supervisory Board, and the Accounting Auditor. The Board of Directors, as the highest decision-making body for management, concentrates authority and responsibility for business execution. The Audit and Supervisory Board and its members, who are independent from business execution, are entrusted with the oversight function over the Board of Directors. This structure enables appropriate management decision-making and business execution, while ensuring sufficient organizational checks and balances under the Company's corporate governance system.

Furthermore, to establish effective internal controls, the Company has established the Internal Audit Office. To strengthen its risk management framework, the Company has established the Risk Management Committee. To enhance its compliance framework, the Company has established the Compliance Committee. In addition, the Company supplements its corporate governance framework by seeking advice from external experts, such as attorneys, as necessary.

The Company has adopted this framework to further enhance its corporate governance structure, with the aim of improving the supervisory function of the Board of Directors, increasing management efficiency and soundness, and further enhancing corporate value.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize General Meeting of Shareholders and Facilitate Exercise of Voting Rights

	Supplementary Explanation
Early Posting of Notice of the General Meeting of Shareholders	The Company is working to expedite its financial closing procedures and to send notices of the General Meeting of Shareholders at an earlier date, with due consideration for the convenience of its shareholders.
Scheduling of the General Meeting of Shareholders on a Non-Peak Day	The fiscal year of the Company ends in May, and the date of its Annual General Meeting of Shareholders differs from concentrated period for annual general meetings of shareholders in Japan
Electronic Exercise of Voting Rights	This has been adopted since the Annual General Meeting of Shareholders for the fiscal year ended May 2025
Participation in a Platform for the Electronic Exercise of Voting Rights and Other Initiatives to Enhance Environment for Institutional Investors to Exercise Voting Rights	The Company has adopted a Platform for the Electronic Exercise of Voting Rights since the Annual General Meeting of Shareholders for the fiscal year ended May 2025.
Provision of Notice (or Summary of Notice) of the General Meeting of Shareholders in English	Effective from the Annual General Meeting of Shareholders for the fiscal year ended May 2025, the Company has disclosed the English translation of the Notice of the General Meeting of Shareholders on its website and through the Tokyo Stock Exchange's Listed Company Information Service.

2. Status of IR-related Activities

	Supplementary Explanation	Explanation by a representative director or a representative executive officer
Formulation and Publication of Disclosure Policies	The Company's Disclosure Policy is posted on its website	
Regular Investor Briefings held for Individual Investors	The Company holds Investor Briefings for individual investors on an ongoing basis, with presentations primarily given by the Representative Director.	Held
Regular Investor Briefings held for Analysts and Institutional Investors	The Company holds Investor Briefings for analysts and institutional investors at each quarterly financial results announcement, with presentations primarily given by the Representative Director.	Held
Regular Investor Briefings held for Overseas Investors	Following each quarterly Investor Briefings, the Company conducts one-on-one IR meetings with	Held

	overseas institutional investors, with presentations primarily given by the Representative Director.	
Online Disclosure of IR Information	Posted on the Company's website as follows. https://globe-ing.com/corporate/company/	
Establishment of Department and/or Placement of a Manager in Charge of IR	Finance, Accounting & IR Department is established in Corporate Division	

3. Status of Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanation
Establishment of Internal Rules Stipulating Respect for the Position of Stakeholders	The Company positions compliance as the fundamental premise of its corporate activities and has established a Basic Compliance Policy as the guiding principles for the conduct of its officers and employees, while striving to respect the positions of all stakeholders.
Implementation of Environmental Preservation Activities and CSR Activities, etc.	The Company recognizes this as a matter for future consideration. With respect to our sustainability initiatives, please refer to “2. Approach to and Initiatives for Sustainability” in the Securities Report.
Formulation of Policies, etc. on Provision of Information to Stakeholders	We have established timely disclosure regulations to provide all stakeholders with appropriate corporate information at the right time, thereby deepening their understanding of our company, enhancing social trust, and contributing to fair valuation. Furthermore, we will actively disclose information to stakeholders through measures such as holding Investor Briefings and publishing information on our website.
Other	

IV. Matters Concerning the Internal Control System

1. Basic Views on Internal Control System and Status of Development

At its Board of Directors meeting held in September 2023, the Company resolved its “Basic Policy on Internal Control Systems” and established the following policies for developing a framework to ensure the proper execution of business operations, thereby working to put in place the necessary systems.

1. A framework to ensure that the execution of duties by Directors and employees complies with laws, regulations, and the Articles of Incorporation
2. A framework for the preservation and management of information related to the execution of duties by Directors
3. Regulations and other frameworks concerning the management of risks of loss
4. A framework to ensure the efficient execution of duties by Directors
5. A framework to ensure the reliability of financial reporting
6. A framework concerning employees requested by Audit & Supervisory Board Members to assist them in their duties, and matters concerning the independence of such employees from Directors
7. A framework for Directors and employees to report to Audit & Supervisory Board Members, and other frameworks concerning reporting to Audit & Supervisory Board Members
8. Other frameworks to ensure the effective execution of audits by Audit & Supervisory Board Members
9. A framework for the exclusion of antisocial forces

2. Basic Views on Measures for Eliminating Anti-Social Forces and Status of Development

To prevent harm caused by antisocial forces to the Company and its subsidiaries, the Company established the “Regulations for Countermeasures against Antisocial Forces” in November 2022 with the aim of resolutely severing and eliminating any relationships with such forces. In March 2024, the scope of actual operations under the regulations was enhanced and a revised version was enacted.

The Company’s fundamental policy is as follows: “Under no circumstances will the Company or its subsidiaries provide money or other economic benefits to antisocial forces.” The Company has also established a system within the Corporate Division to verify on an ongoing basis that its business partners are not antisocial forces.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures

Not Adopted

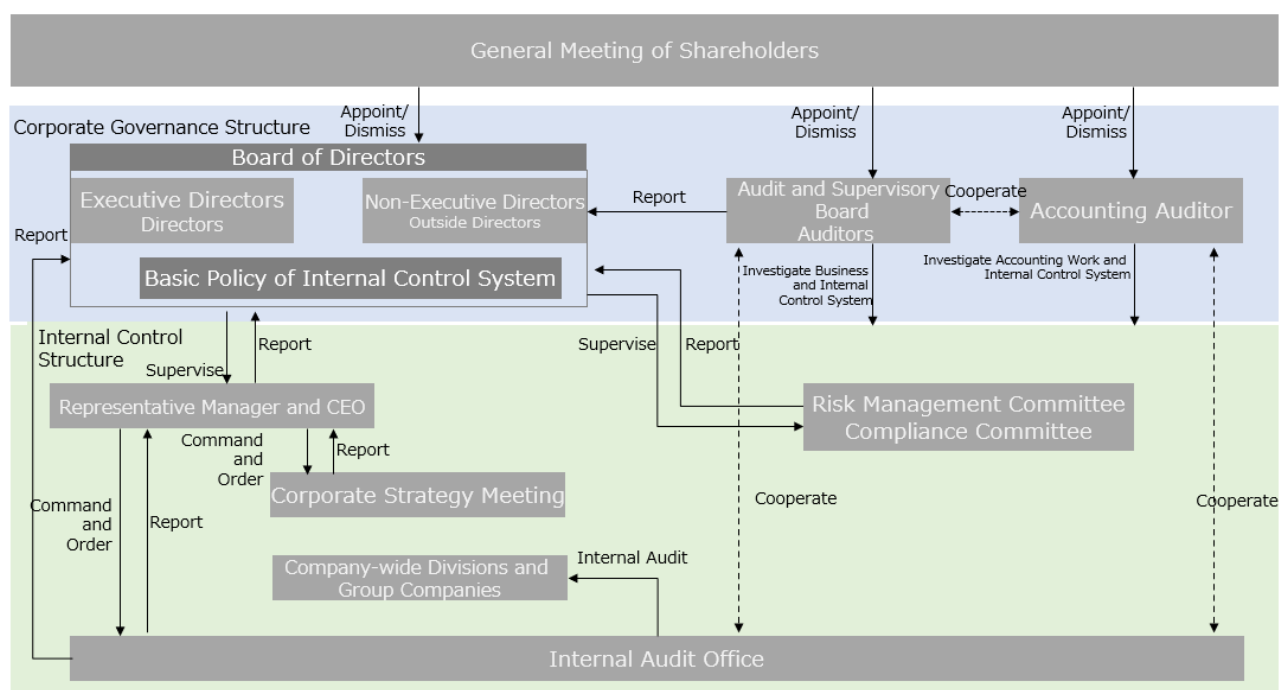
Supplementary Explanation for Applicable Items

The Company has no plans to introduce Anti-Takeover Measures at this time.

2. Other Matters Concerning the Corporate Governance Framework

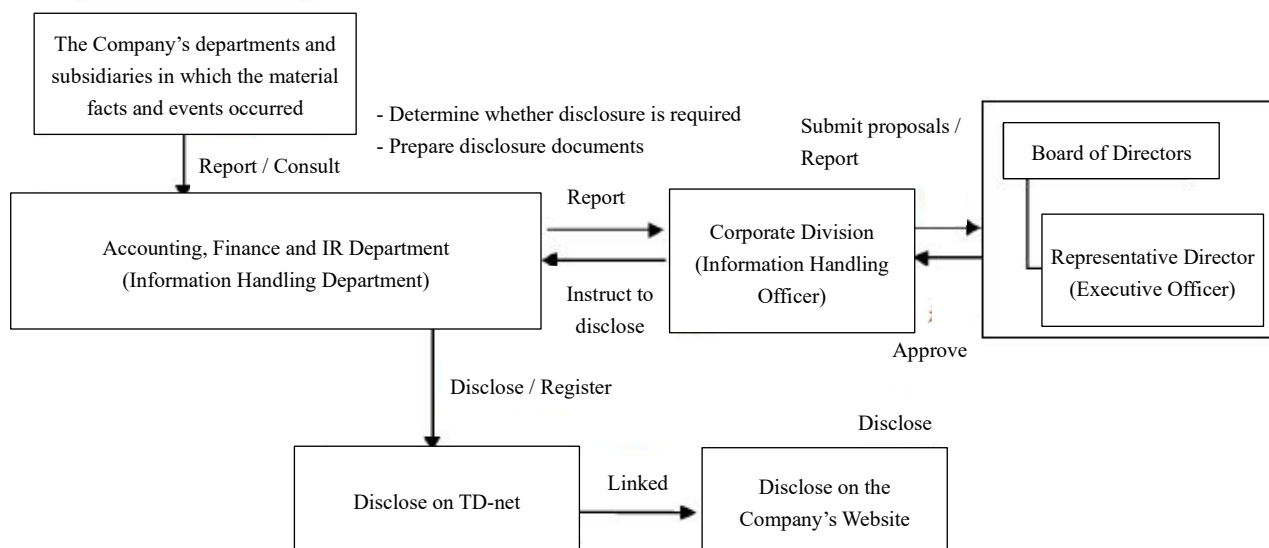
Reference materials outlining the Company's corporate governance structure and timely disclosure structure are attached hereto.

Corporate Governance Structure

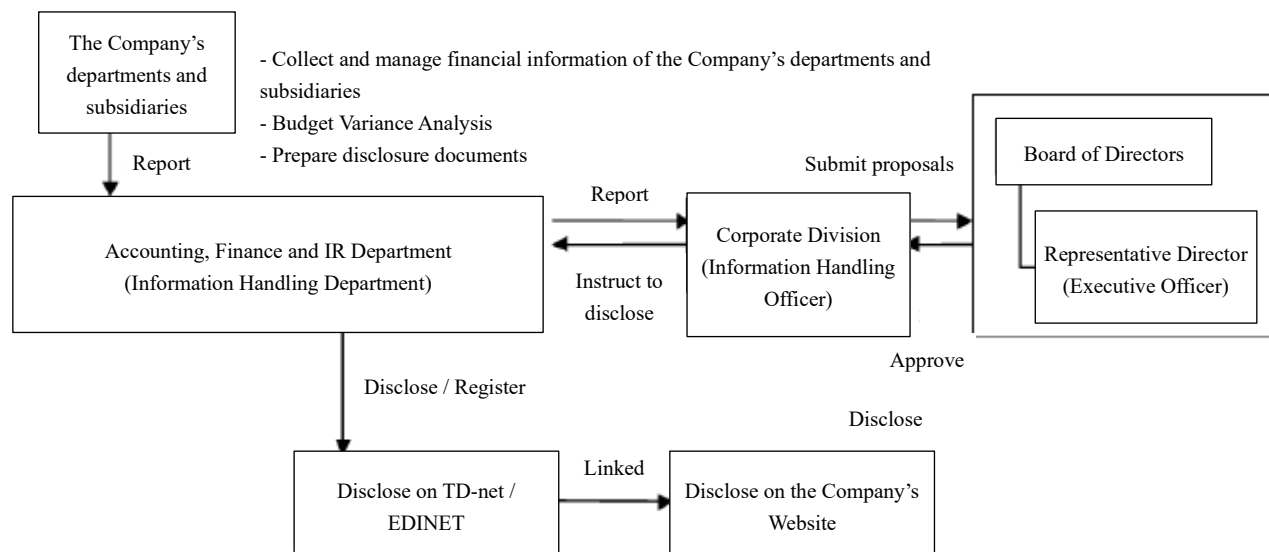


Timely Disclosure Structure

Material Facts and Events



Financial Results



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